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SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

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March 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Release 1994-3 [Series B], dated as of February 16, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 19150.

The name and address of the party to the enclosed document are:

Indenture Trustee: Wells Fargo Bank Northwest, National
Association (f/k/a First Security Bank
of Utah, National Association),
299 South Main Street, 12th Floor
Salt Lake Cit, UT 84111

[Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890]

Section Chief
March 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

84 railcars within the series WC 26965 - WC 27947 as more particularly set forth in the attachment to the document.

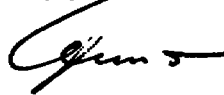
A short summary of the document to appear in the index is:

Trust Indenture Release 1994-3 [Series B].

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAR 2 '10 -2 00 PM

(1994-3 [Series B / Tranche II])

SURFACE TRANSPORTATION BOARD

TRUST INDENTURE RELEASE 1994-3 [SERIES B] dated as of February 16, 2010.

WHEREAS, **First Security Bank of Utah, National Association** (know known as **Wells Fargo Bank Northwest, National Association**) as indenture trustee ("Indenture Trustee") and **Wilmington Trust Company** as owner trustee ("Owner Trustee") entered into a Trust Indenture and Security Agreement 1994-3 dated as of December 27, 1994 ("Trust Indenture"), as supplemented by Indenture Supplement 1994-3 No. 1 dated December 30, 1994 ("Indenture Supplement No. 1"), Indenture Supplement 1994-3 No. 2 dated February 15, 1995 ("Indenture Supplement No. 2"), Indenture Supplement 1994-3 No. 3 dated March 30, 1995 ("Indenture Supplement No. 3") and Indenture Supplement 1994-3 No. 4 dated June 2, 1995 ("Indenture Supplement No. 4"), whereby the Indenture Trustee retains a security interest in and mortgage lien on the Indenture Estate (as defined in the Trust Indenture) which includes, among other things, the lease, and boxcars thereunder, more particularly described in the second recital hereof;

WHEREAS, Owner-Trustee and **Wisconsin Central Ltd.** as lessee ("Lessee") entered into an Equipment Lease Agreement 1994-3 dated as of December 27, 1994 ("Lease"), as supplemented by Lease Supplement 1994-3 No. 1 dated December 30, 1994 ("Supplement No. 1"), Lease Supplement 1994-3 No. 2 dated February 15, 1995 ("Supplement No. 2"), Lease Supplement 1994-3 No. 3 dated March 30, 1995 ("Supplement No. 3") and Lease Supplement No. 4 dated June 2, 1995 ("Supplement No. 4"), covering, in the aggregate, six-hundred ninety (690) plate B 50' 70-ton boxcars;

WHEREAS, to evidence liens and interests under the Trust Indenture, the Lease, the four Indenture Supplements and the four Lease Supplements, each of the ten (10) above described documents was recorded or deposited, as the case may be, in the period December 30, 1994 to June 2, 1995, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers 19150, 19150-A, 19150-B, 19150-C, 19150-D, 19150-E, 19150-F, 19150-G, 19150-H and 19150-I and (ii) the Registrar General of Canada with document keys 10203, 10204, 10209, 10210, 10212, 10215, 10221, 10222, 10223 and 10224;

WHEREAS, the Indenture Trustee heretofore released and discharged, in favor of the Owner Trustee, all its estate, right, title and interest in the Indenture Estate solely as it pertained to the Lease (in respect of the Tranche I Units (as defined in the Lease) only), Lease Supplement No. 1 and the three-hundred ninety-seven (397) Tranche I Units;

AND WHEREAS, as of the date hereof, (i) the Trust Indenture as it pertains to Indenture Supplement No. 3 and Indenture Supplement No. 4 (relating to Lease Supplement No. 3 and Lease Supplement No. 4 covering, in the aggregate, two-hundred nine (209) plate B 50' 70-ton boxcars) remains in full force and effect in all respects,

except as contemplated hereby and (ii) the Owner Trustee has fully discharged and satisfied its obligations under the Trust Indenture solely as it pertains to Indenture Supplement No. 2 (relating to Lease Supplement No. 2 covering eighty-four (84) plate B 50' 70-ton boxcars bearing WC marks and the road numbers set forth in Schedule A hereto ("Tranche II Units")) in respect of the repayment of the Series B Trust Certificates (as defined in the Trust Indenture) due and payable as of the date hereof.

NOW, THEREFORE, the Indenture Trustee hereby (i) releases and discharges, in favor of the Owner Trustee, all its estate, right, title and interest in the Indenture Estate solely as it pertains to the Lease (in respect of the Tranche II Units only), Lease Supplement No. 2 and the Tranche II Units and (ii), for greater certainty, releases its security interest thereunder in the Tranche II Units.

IN WITNESS WHEREOF, the Indenture Trustee has caused this Trust Indenture Release 1994-3 [Series B] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,**
not in its individual capacity but solely as
indenture trustee

By: Michael Arsenault
Its: Michael Arsenault
Assistant Vice President

STATE OF UTAH

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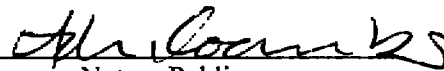
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ss:

CITY OF SALT LAKE

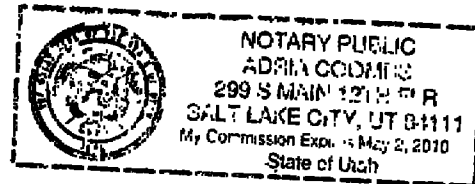
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On this 18th day of February, 2010, before me personally appeared Michael Arsenault, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of Wells Fargo Bank, National Association, that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing release was the free act and deed of said national association.



Notary Public

My commission expires: _____



Schedule A

Tranche II Units

SCHEDULE 1 to
Lease Supplement
1994-3

REBUILT BOX CARS

All cars stencilled with WC prefix.

	<u>NEW #</u>		<u>NEW #</u>
1	26965	42	27559
2	26971	43	27609
3	26974	44	27613
4	26976	45	27633
5	26977	46	27635
6	26980	47	27639
7	26981	48	27647
8	26986	49	27654
9	26987	50	27671
10	26990	51	27681
11	26998	52	27701
12	27317	53	27713
13	27346	54	27714
14	27378	55	27721
15	27392	56	27725
16	27411	57	27737
17	27422	58	27738
18	27435	59	27742
19	27436	60	27751
20	27438	61	27752
21	27454	62	27758
22	27455	63	27769
23	27456	64	27811
24	27458	65	27824
25	27460	66	27826
26	27465	67	27843
27	27468	68	27846
28	27490	69	27853
29	27491	70	27857
30	27493	71	27858
31	27502	72	27860
32	27507	73	27863
33	27512	74	27866
34	27514	75	27869
35	27521	76	27873
36	27526	77	27878
37	27536	78	27914
38	27542	79	27924
39	27545	80	27925
40	27547	81	27929
41	27555	82	27930
		83	27945
		84	27947